

#20  
14863-D  
14863-E

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2000

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440367 A AND A

RECORDATION NO. 14863-D

Filed & Recorded

DEC 31 1986 10-45 AM

RECORDATION NO. 14863-E Filed & Recorded

INTERSTATE COMMERCE COMMISSION

DEC 31 1986 10-45 AM

December 31, 1986

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Ms. McGee:

No. 6-305A012  
DEC 31 1986  
Date ..... DEC 31 1986  
Fee \$ ..... 20.00

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are executed copies of 1) a Supplement No. 2, dated December 30, 1986, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 2, dated December 30, 1986, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/

Assignor: ACF Industries, Incorporated  
1370 Avenue of the Americas  
New York, New York 10019

Mortgagee/

Assignee: Fleet National Bank, individually  
and as agent  
111 Westminster Street  
Providence, Rhode Island

DEC 31 10 39 AM '86  
MOTOR OPERATED UNIT

FILED  
TH-200-11

*C. Daniel Kappler*

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A (List of Additional Equipment and Leases) and Exhibit B (List of Released Equipment and Leases) attached hereto and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation and has knowledge of the matters contained therein.


Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 2, dated December 30, 1986, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985; and Supplement No. 2, dated December 30, 1986, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, covering the addition and deletion of railroad cars.

Very truly yours,

  
Charles T. Kappler

Enclosures

## EXHIBIT "A": COLLATERAL TO BE ADDED

<u>CAR NUMBERS</u>	<u>DATE BUILT</u>	<u>CAR COST</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
39744 - 39746	12/86	126,423	3	C214
39750 - 39751	12/86	84,282	2	
39756 - 39769	12/86	589,974	14	
39771 - 39774	12/86	168,564	4	
39776 - 39777	12/86	84,282	2	
40701 - 40730	10/86	1,345,266	30	
40751 - 40850	11/86	4,340,022	100	
40851 - 40953	12/86	4,400,853	103	
40731 - 40750	12/86	1,255,140	20	C614
51302 - 51305	10/86	252,195	4	
51306	11/86	65,018	1	
51327 - 51338	9/86	802,948	12	
51339 - 51352	10/86	921,560	14	
51353 - 51384	11/86	2,093,288	32	
51385 - 51391	12/86	446,124	7	
51395 - 51400	12/86	378,750	6	
51405	12/86	63,125	1	
51407	12/86	63,125	1	
51415	12/86	63,125	1	
51417 - 51418	12/86	126,250	2	
51420	12/86	63,125	1	
71463 - 71477	10/86	605,706	15	T104
71571 - 71590	12/86	712,620	20	
71683 - 71687	12/86	189,470	5	
71439	10/86	44,872	1	T105
71445	10/86	44,873	1	
71451 - 71456	10/86	269,238	6	
71458 - 71462	10/86	224,365	5	
71561 - 71562	11/86	80,880	2	
71566 - 71570	11/86	202,200	5	
71478 - 71480	9/86	130,722	3	T106
71536 - 71540	11/86	228,817	5	
71394 - 71396	9/86	115,593	3	T107
71496 - 71525	11/86	1,029,540	30	T108
71541 - 71560	12/86	778,980	20	
71650 - 71669	12/86	765,710	20	
71526 - 71535	12/86	388,470	10	T645
TOTAL		23,545,495	511	

## EXHIBIT "B": COLLATERAL TO BE RELEASED

<u>CAR NUMBERS</u>	<u>DATE BUILT</u>	<u>CAR COST</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
39318 - 39329	1/86	502,668	12	C214
39376	11/85	45,597	1	
39379 - 39380	11/85	91,194	2	
39412 - 39413	11/85	91,194	2	
39429	11/85	45,597	1	
39431 - 39432	11/85	91,194	2	
39,440 - 39448	11/85	410,382	9	
39492 - 39552	2/86	2,499,196	61	
39554	2/86	48,070	1	
39565	2/86	48,071	1	
39567 - 39571	2/86	240,355	5	
39606 - 39607	3/86	88,890	2	
39609	3/86	44,445	1	
39611 - 39612	3/86	88,890	2	
39614 - 39617	3/86	177,780	4	
39627 - 39632	4/86	264,744	6	
39643 - 39644	4/86	91,496	2	
39646 - 39649	4/86	182,992	4	
39652 - 39653	4/86	91,496	2	
40354	1/86	45,537	1	
40393	1/86	45,537	1	
39473 - 39477	12/85	326,613	5	C614
39479	12/85	65,323	1	
51017 - 51040	12/85	1,519,648	24	
51073	12/85	66,591	1	
51076 - 51102	12/85	1,775,718	27	
51104 - 51113	12/85	653,730	10	
51119	12/85	65,373	1	
51143 - 51147	12/85	329,946	5	
51163 - 51165	11/85	198,468	3	
51166 - 51177	12/85	781,724	12	
51178 - 51179	1/86	129,290	2	
51180 - 51182	12/85	193,935	3	
51183 - 51200	1/86	1,192,674	18	
51201 - 51205	2/86	325,745	5	
51230 - 51231	4/86	132,628	2	
39330 - 39341	2/86	549,877	12	C714
71141 - 71160	12/85	860,616	20	T104
71187 - 71194	1/86	354,443	8	
71131 - 71140	10/85	443,716	10	T105
71230 - 71239	12/85	404,657	10	
71183	12/85	50861	1	T106

EXHIBIT "B": COLLATERAL TO BE RELEASED

<u>CAR NUMBERS</u>	<u>DATE BUILT</u>	<u>CAR COST</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
71195 - 71229	2/86	1,296,981	35	T107
71240 - 71244	2/86	182,714	5	
77226 - 77227	8/85	109,746	2	T865
77239 - 77245	8/85	384,118	7	
77219	8/185	61,200	1	T866

DEC 31 1986 10-45 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE  
AND SECURITY AGREEMENT  
SUPPLEMENT NO. 2

TO

SCHEDULE B

ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE  
AND SECURITY AGREEMENT

DATED DECEMBER 13, 1985

between

ACF INDUSTRIES, INCORPORATED

("DEBTOR")

AND

FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");


WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:


1. Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the Collateral (as defined in the Loan Agreement) described in Exhibit A annexed hereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby.

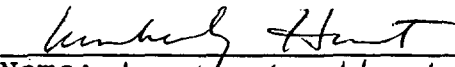
2. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the Collateral (as defined in the Loan Agreement) described in Exhibit B annexed hereto, which Collateral is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement.

ACF INDUSTRIES, INCORPORATED

By   
Name: Robert J. Mitchell  
Title: Treasurer

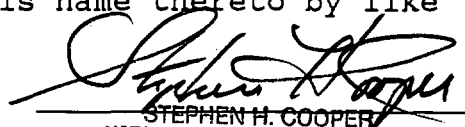
FLEET NATIONAL BANK, in its  
individual capacity and as  
Agent

By   
Name: ~~BARBARA~~ EDMOND  
Title: AVP

By   
Name: Kimberly Hunt  
Title: V.P.

STATE OF NEW YORK       )  
                                  : ss.:  
COUNTY OF NEW YORK     )

On this 30th day of December, 1986, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.



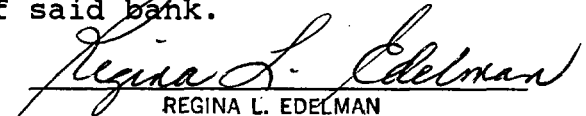
STEPHEN H. COOPER  
NOTARY PUBLIC, State of New York  
No. 31-0756425  
Qualified in New York County  
Commission Expires March 30, 1987

STATE OF NEW YORK       )  
                                  : ss.:  
COUNTY OF NEW YORK     )

On this 30<sup>th</sup> day of December, 1986, before me personally came Barbara Z. Edmund to me known, who being to me duly sworn, did depose and say that she resides at

3 Mahan Rd, Bethpage, N.Y.

that she is the Assistant Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.



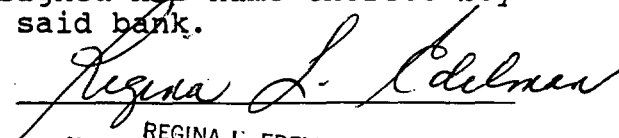
REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires March 30, 1987

STATE OF NEW YORK       )  
                                  : ss.:  
COUNTY OF NEW YORK     )

On this 30<sup>th</sup> day of December, 1986, before me personally came Kimberly Hunt, to me known, who being to me duly sworn, did depose and say that she resides at

238 E 74<sup>th</sup> St New York, N.Y.

that she is the Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed her name thereto by order of the board of directors of said bank.



REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires March 30, 1987

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